



## **Agency Information Collection Activities: Announcement of Board Approval under Delegated Authority and Submission to OMB**

**AGENCY:** Board of Governors of the Federal Reserve System.

**SUMMARY:** The Board of Governors of the Federal Reserve System (Board) is adopting a proposal to extend for three years, without revision, the Recordkeeping Provisions Associated with the Guidance on Sound Incentive Compensation Policies (FR 4027; OMB No. 7100-0327).

**FOR FURTHER INFORMATION CONTACT:** Federal Reserve Board Clearance Officer – Nuha Elmaghrabi – Office of the Chief Data Officer, Board of Governors of the Federal Reserve System, Washington, DC 20551, (202) 452-3829.

Office of Management and Budget (OMB) Desk Officer for the Federal Reserve Board, Office of Information and Regulatory Affairs, Office of Management and Budget, New Executive Office Building, Room 10235, 725 17<sup>th</sup> Street, NW, Washington, DC 20503, or by fax to (202) 395-6974.

**SUPPLEMENTARY INFORMATION:** On June 15, 1984, OMB delegated to the Board authority under the Paperwork Reduction Act (PRA) to approve and assign OMB control numbers to collections of information conducted or sponsored by the Board. Board-approved collections of information are incorporated into the official OMB inventory of currently approved collections of information. The OMB inventory, as well as copies of the PRA Submission, supporting statements, and approved collection of information instrument(s) are available at <https://www.reginfo.gov/public/do/PRAMain>. These documents are also available on the Federal Reserve Board's public website at <https://www.federalreserve.gov/apps/reportforms/review.aspx> or may be requested from the agency clearance officer, whose name appears above.

**Final Approval under OMB Delegated Authority of the Extension for Three Years, Without Revision, of the Following Information Collection:**

*Report title:* Recordkeeping Provisions Associated with the Guidance on Sound Incentive Compensation Policies.

*Agency form number:* FR 4027.

*OMB control number:* 7100-0327.

*Frequency:* As needed.

*Respondents:* U.S. bank holding companies, savings and loan holding companies, state member banks, Edge Act and agreement corporations, and the U.S. operations of foreign banks with a branch, agency, or commercial lending company subsidiary in the United States (collectively, banking organizations).

*Estimated number of respondents:* One-time implementation, large institutions: 1; one-time implementation, small institutions: 1; ongoing maintenance: 5,259.

*Estimated average hours per response:* One-time implementation, large institutions: 480; one-time implementation, small institutions: 80; ongoing maintenance: 40.

*Estimated annual burden hours:* One-time implementation, large institutions: 480; one-time implementation, small institutions: 80; ongoing maintenance: 210,360.

*General description of report:* The Guidance on Sound Incentive Compensation Policies (the Guidance) is an interagency publication promulgated by the Board, the Office of the Comptroller of the Currency, and the Federal Deposit Insurance Corporation that is intended to assist banking organizations in designing and implementing incentive compensation arrangements that do not encourage imprudent risk-taking and that are consistent with the safety and soundness of the organization. The Guidance contains voluntary recordkeeping activities.

The Guidance is based on three key principles. These principles provide that incentive compensation arrangements at a banking organization should:

1. Provide employees incentives that appropriately balance risk and reward;
2. Be compatible with effective controls and risk-management; and

3. Be supported by strong corporate governance, including active and effective oversight by the organization's board of directors.

The recordkeeping provisions of the Guidance are contained within principles 2 and 3.

*Principle 2 – Compatibility with Effective Controls and Risk Management*

Pursuant to Principle 2 of the Guidance, a banking organization's risk-management processes and internal controls should reinforce and support the development and maintenance of balanced incentive compensation arrangements. Principle 2 states that banking organizations should create and maintain sufficient documentation to permit an audit of the organization's processes for establishing, modifying, and monitoring incentive compensation arrangements. Additionally, global systemically important bank holding companies and banking organizations subject to Category II-IV enhanced prudential standards under Regulation YY and foreign banking organizations required to form an intermediate holding company under Regulation YY should maintain policies and procedures that (1) identify and describe the role(s) of the personnel, business units, and control units authorized to be involved in the design, implementation, and monitoring of incentive compensation arrangements, (2) identify the source of significant risk-related inputs into these processes and establish appropriate controls governing the development and approval of these inputs to help ensure their integrity, and (3) identify the individual(s) and control unit(s) whose approval is necessary for the establishment of new incentive compensation arrangements or modification of existing arrangements.

*Principle 3 – Strong Corporate Governance*

Pursuant to Principle 3 of the Guidance, banking organizations should have strong and effective corporate governance to help ensure sound compensation practices. Principle 3 states that a banking organization's board of directors should approve and document any material exceptions or adjustments to the organization's incentive compensation arrangements established for senior executives.

*Legal authorization and confidentiality:* The recordkeeping provisions of the Guidance are authorized pursuant to the Board’s examination and reporting authorities, located in sections 9, 11(a), 25, and 25A of the Federal Reserve Act, section 5 of the Bank Holding Company Act, section 10(b) of the Home Owners’ Loan Act, and section 7(c) of the International Banking Act, and by section 39 of the Federal Deposit Insurance Act, which authorizes the Board to prescribe compensation standards.

Because the recordkeeping provisions are contained within guidance, which is nonbinding, they are voluntary. There are no reporting forms associated with this information collection.

Because the incentive compensation records would be maintained at each banking organization, the Freedom of Information Act (FOIA) would only be implicated if the Board obtained such records as part of the examination or supervision of a banking organization. In the event the records are obtained by the Board as part of an examination or supervision of a banking organization, this information may be considered confidential pursuant to exemption 8 of the FOIA, which protects information contained in “examination, operating, or condition reports” obtained in the bank supervisory process. In addition, the information may also constitute nonpublic commercial or financial information, which is both customarily and actually treated as private by the respondent, and thus may be kept confidential by the Board pursuant to exemption 4 of the FOIA.

*Current actions:* On September 1, 2021, the Board published a notice in the *Federal Register* (86 FR 49033) requesting public comment for 60 days on the extension, without revision, of FR 4027. The comment period for this notice expired on November 1, 2021. The Board did not receive any comments.

Board of Governors of the Federal Reserve System, December 6, 2021.

**Michele Taylor Fennell,**

*Deputy Associate Secretary of the Board.*

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